

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : **Chapter 11 Case No.**
: **LEHMAN BROTHERS HOLDINGS INC., et al.,** : **08-13555 (JMP)**
: **Debtors.** : **(Jointly Administered)**
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**ORDER GRANTING MOTION
OF LEHMAN BROTHERS HOLDINGS INC.,
PURSUANT TO SECTION 365 OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULES 6006 AND 9014, FOR AUTHORIZATION TO ASSUME
AMENDED SUBORDINATION, NON-DISTURBANCE AND ATTORNMENT
AGREEMENT WITH THE RITZ-CARLTON HOTEL COMPANY, L.L.C.**

Upon the motion, dated October 12, 2011 (the “Motion”)¹ of Lehman Brothers Holdings Inc. (“LBHI”), pursuant to section 365 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for authorization to assume the Amended SNDA with The Ritz Carlton Hotel Company, L.L.C. (the “Ritz-Carlton”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the second amended order entered on June 17, 2010 governing case management and administrative procedures for these cases [ECF No. 9635]; and a hearing having been held to consider the relief

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

requested in the Motion; and the Court having found and determined that the relief sought in the Motion is in the best interests of LBHI, its estate and its creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that pursuant to sections 365(a) and (f) of the Bankruptcy Code, LBHI is hereby authorized to assume the Amended SNDA; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order and/or the terms of any assumption and assignment consummated in the manner set forth herein.

Dated: New York, New York
October 28, 2011

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE